

9. RELATED PARTY TRANSACTIONS

Pursuant to the Listing Requirements, subject to certain exemptions, a “related party transaction” is a transaction entered into by a listed issuer or its subsidiary, which involves the interest, direct or indirect, of a related party. A “related party” is defined as a director, major shareholder or person connected with such director or major shareholder (including a person who is or was a director or major shareholder within the preceding 6 months before the transaction was entered into). “Major shareholder” means a shareholder with a shareholding of 10% or more (or 5% or more where such person is the largest shareholder in the company) of all the voting shares in the company.

9.1 RELATED PARTY TRANSACTIONS

9.1.1 Material related party transactions entered into by our Group

Save for the Acquisitions pursuant to our internal reorganisation for the Listing (details of which are as set out in Section 4.1.1 of this Prospectus) and as disclosed below, our Board has confirmed that there are no other material related party transactions that we had entered into with related parties in respect of the FYE 2018, FYE 2019, FYE 2020 and up to the LPD:

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | (a) 1 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|------------------------------|--|---|---|---|---|---|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 1. | YXG | Ong Tiong Yee & Sons Sdn Bhd | <ul style="list-style-type: none"> Ng Sheau Chyn, being our substantial shareholder and Managing Director, is the spouse of Ong Kee Liang. Ong Kee Liang is a director and shareholder of Ong Tiong Yee & Sons Sdn Bhd. | (i) Sales of gold jewellery (ii) Purchase of scrap gold bars | 633 (0.46% of our Group's revenue) | 414 (0.29% of our Group's revenue) | 655 (0.37% of our Group's revenue) | 437 49 |
| | | | | | 110 (0.08% of our Group's cost of sales) | 218 (0.16% of our Group's cost of sales) | 184 (0.12% of our Group's cost of sales) | |

9. RELATED PARTY TRANSACTIONS (Cont'd)

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | ^(a) 1 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|-----------------------------------|--|--|----------------------------------|----------------------------------|----------------------------------|--|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 2. | YXG | Oasis Properties Sdn Bhd (“OPSB”) | <ul style="list-style-type: none"> • Ng Sheau Chyn, being our substantial shareholder and Managing Director, is a director and shareholder of OPSB. • Datuk Ng Yih Pyng, being our substantial shareholder and Non-Independent Non-Executive Director, is a director and shareholder of OPSB. • Late Tan Sri Datuk Dr. Ng Teck Fong, being our substantial shareholder, is a shareholder of OPSB. • Ng Sheau Yuen, being our substantial shareholder, is a director and shareholder of OPSB. • Ng Yih Chen, being our substantial shareholder, is the spouse and father of Wee Ching Yun and Ng Yi Li, respectively. Wee Ching Yun and Ng Yi Li are directors and shareholders of NYC Resources Sdn Bhd. NYC Resources Sdn Bhd is a shareholder of OPSB. | <p>Rental of No. 23-LG and 23-G, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Off Jalan Kelang Lama, 58200 Kuala Lumpur^(b)</p> <p>As at the LPD, the aforementioned rented premise is used by our Group as the Head Office and manufacturing facilities.</p> | 41 (2.98% of our Group's LAT) | 44 (0.90% of our Group's PAT) | 42 (0.45% of our Group's PAT) | 28 |

9. RELATED PARTY TRANSACTIONS (Cont'd)

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | (a)1 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|---------------------|--|--|------------------------------------|-----------------------------------|-----------------------------------|--|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 3. | GPM | OPSB | <ul style="list-style-type: none"> • Ng Sheau Chyn, being our substantial shareholder and Managing Director, is a director and shareholder of OPSB. • Datuk Ng Yih Pyng, being our substantial shareholder and Non-Independent Non-Executive Director, is a director and shareholder of OPSB. • Late Tan Sri Datuk Dr. Ng Teck Fong, being our substantial shareholder, is a shareholder of OPSB. • Ng Sheau Yuen, being our substantial shareholder, is a director and shareholder of OPSB. • Ng Yih Chen, being our substantial shareholder, is the spouse and father of Wee Ching Yun and Ng Yi Li, respectively. Wee Ching Yun and Ng Yi Li are directors and shareholders of NYC Resources Sdn Bhd. NYC Resources Sdn Bhd is a shareholder of OPSB. | <p>Rental of No. 14-LG^(c), 15-LG^(c), 23-1, 23-2, 23-3, 27-LG, 27-G, 27-1, 27-2 and 27-3 Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Off Jalan Kelang Lama, 58200 Kuala Lumpur^(c)</p> <p>As at the LPD, the aforementioned rented premise is used by our Group for the office and manufacturing facilities purposes.</p> | 179 (13.02% of our Group's LAT) | 191 (3.93% of our Group's PAT) | 170 (1.81% of our Group's PAT) | 101 |

9. RELATED PARTY TRANSACTIONS (Cont'd)

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | (a) 1 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|--|--|--|---|---|---|---|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 4. | YXG | TGJH | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of TGJH. | <p>(i) Sales of gold jewellery</p> <p>(ii) Purchase of pure and scrap gold bars</p> | 4,206 (3.06% of our Group's revenue) | 5,238 (3.62% of our Group's revenue) | 7,981 (4.54% of our Group's revenue) | 4,737 |
| 5. | GPM | TGJH | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of TGJH. | <p>(i) Sales of gold jewellery</p> <p>(ii) Purchase of pure and scrap gold bars and silver bar</p> | 14,761 (10.73% of our Group's revenue) | 15,430 (10.66% of our Group's revenue) | 8,409 (4.79% of our Group's revenue) | 1,156 |
| 6. | YXG | Tomei Gold & Jewellery Manufacturing Sdn Bhd | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of Tomei Gold & Jewellery Manufacturing Sdn Bhd. | Purchase of pure and scrap gold bars | - | 1,205 (0.91% of our Group's cost of sales) | 1,196 (0.76% of our Group's cost of sales) | - |

9. RELATED PARTY TRANSACTIONS (Cont'd)

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | 31 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|--|--|---|---|---|---|--|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 7. | GPM | Tomei Gold & Jewellery Manufacturing Sdn Bhd | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of Tomei Gold & Jewellery Manufacturing Sdn Bhd. | (i) Sales of silver chains and provision of gold jewellery manufacturing services | 1 (Less than 0.01% of our Group's revenue) | 5 (Less than 0.01% of our Group's revenue) | 178 (0.10% of our Group's revenue) | 3 |
| 8. | YXG | YX Bullion Sdn Bhd | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of YX Bullion Sdn Bhd. | (i) Purchase of pure and scrap gold bars | - | - | 788 (0.50% of our Group's cost of sales) | - |
| 9. | GPM | YX Bullion Sdn Bhd | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of YX Bullion Sdn Bhd. | (ii) Rental of motor vehicle | 99 (7.20% of our Group's LAT) | 87 (1.79% of our Group's PAT) | 56 (0.60% of our Group's PAT) | - |
| 10. | GPM | Tomei Marketing Sdn Bhd | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the holding company of Tomei Marketing Sdn Bhd. | Rental of motor vehicle | 148 (10.76% of our Group's LAT) | 127 (2.61% of our Group's PAT) | 102 (1.09% of our Group's PAT) | - |
| | | | | Sales of gold jewellery | 99 (0.07% of our Group's revenue) | 618 (0.43% of our Group's revenue) | 165 (0.09% of our Group's revenue) | - |

9. RELATED PARTY TRANSACTIONS (Cont'd)

| No. | Companies within our Group | Transacting parties | Nature of relationship | Nature of transaction | FYE | | | (a) 1 January 2021 up to the LPD (RM'000) |
|-----|----------------------------|---------------------------------|---|--|---|---|---|---|
| | | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 11. | GPM | Tomei (Vietnam) Company Limited | <ul style="list-style-type: none"> Tomei, being our Promoter and substantial shareholder, is the indirect holding company of Tomei Company (Vietnam) Limited, a subsidiary of Tomei Retail Sdn Bhd, which in turn is the wholly-owned subsidiary of Tomei. | Purchase of semi-finished jewellery manufacturing services | 646 (0.49% of our Group's cost of sales) | 696 (0.53% of our Group's cost of sales) | 471 (0.30% of our Group's cost of sales) | - |
| 12. | GPM | Gexcel Asia Sdn Bhd ("GASB") | <ul style="list-style-type: none"> Ng Sheau Chyn, being our substantial shareholder and Managing Director, is a director of GASB and also deemed shareholder of GASB through her shareholdings in NTFH, the shareholder of GASB. Late Tan Sri Datuk Dr. Ng Teck Fong, being our substantial shareholder is deemed shareholder of GASB through his shareholdings in NTFH, the shareholder of GASB. | Purchase of manufacturing tools for jewellery manufacturing machines | 92 (6.69% of our Group's LAT) | 301 (6.19% of our Group's PAT) | 41 (0.44% of our Group's PAT) | 16 |

9. RELATED PARTY TRANSACTIONS (Cont'd)

Notes:

- (a) Percentage contributions are not available as there is no audited financial statements for the period from 1 January 2021 up to the LPD.
- (b) The tenancy has a tenure of 1 year with an option to renew for a further 1 year subject to monthly rental to be mutually agreed upon between the tenant and landlord. YXG shall give to the landlord notice in writing of its desire on the renewal of tenancy not later than 3 months prior to the expiration of the tenancy agreement. It is also expressly agreed that the landlord shall have the right to terminate the tenancy before the expiry of the tenure of the tenancy provided that a notice in writing of not less than 3 months prior to the expiration of the tenancy agreement shall have been served to YXG.
- (c) The tenancy for No. 14-LG, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Off Jalan Kelang Lama, 58200 Kuala Lumpur was terminated on 1 January 2021.
- (d) The tenancy for No. 15-LG, Jalan 2/131A, Project Jaya Industrial Estate, Batu 6, Off Jalan Kelang Lama, 58200 Kuala Lumpur was terminated on 1 January 2020.
- (e) The tenancy has a tenure of 1 year with an option to renew for a further 1 year subject to monthly rental to be mutually agreed upon between the tenant and landlord. GPM shall give to the landlord notice in writing of its desire on the renewal of tenancy not later than 3 months prior to the expiration of the tenancy agreement. It is also expressly agreed that the landlord shall have the right to terminate the tenancy before the expiry of the tenure of the tenancy provided that a notice in writing of not less than 3 months prior to the expiration of the tenancy agreement shall have been served to GPM.

Our Board, having considered all aspects of the related party transactions (inclusive of recurrent related party transactions), are of the opinion that all the above transactions were carried out on an arm's length basis, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not to the detriment to our minority shareholders.

After the Listing, we will be required to seek our shareholders' approval each time we enter into material related party transactions in accordance with the Listing Requirements. However, if the related party transactions can be deemed as recurrent related party transactions, we may seek a general mandate from our shareholders to enter into these transactions without having to seek separate shareholders' approval each time we wish to enter into such related party transactions during the validity period of the mandate. The interested person shall abstain from voting on resolution(s) pertaining to the respective transaction. Under the Listing Requirements, related party transactions may be aggregated to determine its materiality if the transactions occur within a 12 month period, are entered into with the same party or with parties related to one another or if the transactions involve the acquisition or disposal of securities or interests in one corporation/asset or of various parcels of land contiguous to each other.

Upon Listing, the Audit and Risk Management Committee will review the terms of any related party transactions and ensure that any related party transactions (including any recurrent related party transactions) are carried out on terms not more favourable to the related party than those generally available to the third parties dealing at arm's length basis with our Group and are not to the detriment to our minority shareholders. Our Group will seek such relevant shareholders' approval where required. We will make disclosures in our annual report of the aggregate value of the recurrent related party transactions entered into by us based on the nature of the transactions made, names of the related parties involved and their relationship with our Group during the financial year and in the annual reports for the subsequent financial years.

9. RELATED PARTY TRANSACTIONS (Cont'd)

9.2 RELATED PARTY TRANSACTIONS THAT ARE UNUSUAL IN NATURE OR CONDITION

Our Board has confirmed that there are no transactions that were unusual in its nature or condition, involving goods, services, tangible or intangible assets, to which we were a party in respect of the FYE 2018, FYE 2019, FYE 2020 and up to the LPD.

9.3 OUTSTANDING LOANS AND/OR FINANCIAL ASSISTANCE MADE TO OR FOR THE BENEFIT OF THE RELATED PARTIES

Save as disclosed below, our Board has confirmed that there are no outstanding loans and/or financial assistance (including guarantees of any kind) made by our Group to or for the benefit of the related parties for the FYE 2018, FYE 2019, FYE 2020 and up to the LPD:

| No. | Loans made to or for the benefit of related parties | Interested related party and nature of relationship | Nature of transaction and purpose | FYE | | | As at the LPD (RM'000) |
|-----|---|--|---------------------------------------|---------------|---------------|---------------|------------------------|
| | | | | 2018 (RM'000) | 2019 (RM'000) | 2020 (RM'000) | |
| 1. | Advances made to Tomei Gold & Jewellery Manufacturing Sdn Bhd | Tomei, being our Promoter and substantial shareholder, is the holding company of Tomei Gold & Jewellery Manufacturing Sdn Bhd. | Advances for working capital purposes | 315 | - | - | - |
| 2. | Advances made to Tomei Diamond Sdn Bhd | Tomei, being our Promoter and substantial shareholder, is the holding company of Tomei Diamond Sdn Bhd. | Advances for working capital purposes | 188 | - | - | - |

The above advances were made on an arm's length basis. All the outstanding amount as at the FYE 2018 as disclosed above are short-term in nature and the advances were fully repaid in FYE 2019. Going forward, our Group will not be providing any such advances (including loans and guarantees of any kind) to or for the benefit of the related parties.